

AKIN GUMP STRAUSS HAUER & FELD LLP  
One Bryant Park  
New York, New York 10036  
Telephone: (212) 872-1000  
Facsimile: (212) 872-1002  
Ira S. Dizengoff  
Philip C. Dublin  
Sara L. Brauner

*Counsel to the Official Committee of  
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

---

In re	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	

---

**JOINDER OF THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS TO DEBTORS' OBJECTION TO MOTION OF  
WILMINGTON TRUST, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE  
AND COLLATERAL AGENT, TO PROHIBIT OR CONDITION DEBTORS'  
CONTINUED USE OF COLLATERAL, INCLUDING CASH COLLATERAL**

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc.(4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365) ; and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

The Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), by and through its undersigned counsel, hereby files this joinder (the “Joinder”) to *Debtors’ Objection to Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent, to Prohibit or Condition Debtors’ Continued Use of Collateral, Including Cash Collateral* [ECF No. 3198] (the “Objection”),<sup>2</sup> and in support hereof, respectfully states as follows.

1. The Creditors’ Committee supports the Debtors’ opposition to the Motion and the joinders thereto and agrees that the relief requested therein should be denied. Therefore, the Creditors’ Committee files this Joinder to the Debtors’ Objection.
2. The Creditors’ Committee expressly reserves all rights with respect to the Objection, the Motion and the joinders thereto, including the right to amend or supplement this Joinder, submit additional briefing, participate in any discovery and be heard at any hearing or trial related to the Objection, the Motion or the joinders thereto. Nothing contained herein shall constitute a waiver of any of the rights or remedies of the Creditors’ Committee, each of which is expressly reserved.

[*Remainder of page intentionally left blank.*]

---

<sup>2</sup> Capitalized terms used herein but otherwise not defined shall have the meanings ascribed to such terms in the Objection.

WHEREFORE, the Creditors' Committee respectfully requests that this Court deny the Motion and joinders thereto, and grant such other relief as the Court deems just, proper and equitable.

New York, New York  
Dated: April 15, 2019

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Ira S. Dizengoff  
Ira S. Dizengoff  
Philip C. Dublin  
Sara L. Brauner  
One Bryant Park  
New York, New York 10036  
Telephone: (212) 872-1000  
Facsimile: (212) 872-1002  
E-mail: idizengoff@akingump.com  
pdublin@akingump.com  
sbrauner@akingump.com

*Counsel to the Official Committee of Unsecured  
Creditors of Sears Holdings Corporation, et al.*